

MINUTES
Board of Directors
Fort Worden Public Development Authority

Regular Board Meeting: Wednesday, May 27, 2015 9:00 a.m.–12:00p.m.

I. Call to Order at 9:02 am

II. Roll Call & Staff Introductions

Board: Anne Murphy, Bill Brown, Bill James, Scott Wilson, Jeff Jackson, Gee Hecksher

Phone: Norm Tonino

Staff: Dave Robison, Todd Gubler, Diane Moody (consultant), Peach Stebbins (minutes)

State Parks: Brian Hageman, FW Park Manger

Public: George Randels, David Goldman, Dan Groussman, Jeannie McMacken, Carla Main, Herb Cook, Rob Berman; Robin Dudley, Lisa Werner

III. Public Comment

None

IV. Changes to the Agenda

Eliminate item VI until further clarification with legal counsel.**

There will be an Executive Session at the end of the meeting regarding personnel matters at which time the Board plans on taking action.

V. Consent Agenda

A. Review and approval of Board Meeting Minutes, April 29, 2015. Motion to approve - Scott Wilson, 2nd motion - Bill Brown; Approved unanimously.

B. Review and approval of Board Meeting Minutes, April 7, 2015. Motion to approve - Ann Murphy, 2nd motion - Gee Hecksher; Approved unanimously.

VI. Review Resolution 15-05 Amending the Employee Handbook relating to Compensatory Time (for non-exempt employees), Discretionary Time (for exempt employees), Vacation and Housing Allowance.

*** This item was removed from the agenda under Item IV. above*

VII. Review Resolution 15-06 Updating Administrative Policies Relating to the Authority of the Executive Director.

- **Staff Report:** Executive Director Dave Robison reviewed Resolution 15-06 (see packet.) If approved, the Resolution would give the Executive Director authority to move forward with short-term rental agreements; and, certain contracts and agreements, as per the Resolution, without Board approval. This Resolution complies with all administrative policies. The Board requested a quarterly

or monthly written or verbal report be presented to keep them apprised of the activities and the impact to FWPDA operations and facilities.

Executive Director Dave Robison: This Resolution would not include discussions already entered into with ArtX and their facility needs of Building 306. Other FWPDA partners have already expressed their meeting room reservation needs for 2015 and 2016. Any conflicts with usage of Building 306 will be resolved through a communication and fairness approach. Dave Robison suggested moving forward with the ArtX lease agreement aside from this Resolution.

Film applications and permit fees would be case-by-case based on FWPDA impacts. May through September 2016, John Sayles and Maggie Renzi would like to film a full-length feature "To Save A Man" at Fort Worden. Certain facility upgrades would need to be made. Their presence would be an economic impact to the Fort and would result in long term benefits and exposure of Fort Worden. Insurances and Hold Harmless Agreements will be part of the discussion between the Executive Director and the film company.

- **Board Discussion** – Board discussion ensued regarding administrative authority to enter into interlocal agreements, bids for minor improvements, and transparency to partners regarding potential lease arrangements.
- **Public Comment** – Dan Groussman with ArtX noted that they are currently doing a fund raising campaign and are not ready for a long-term lease. They are putting together a curriculum to better understand and guarantee their space needs.

Action: *Approve Resolution 15-06 Updating Administrative Policies Relating to the Authority of the Executive Director.*

Motion to approve: Jeff Jackson, 2nd motion - Gee Hecksher; Approved unanimously.

VIII. Review Interagency Agreement between the State of Washington Department of Enterprise Services (DES) and the Fort Worden PDA.

- **Staff Report/DES & Consultant Presentation** – Executive Director Dave Robison gave background on results from Honeywell's evaluation of Fort Worden's facilities, energy costs and aging infrastructure that was done two years ago.

Wifi was top on the list for upgrades along with building system controls, fuel alternatives and reducing electrical and water usage. To reach established thresholds, an Interlocal Agreement (ILA) with the State Department of Enterprise Services would provide a relationship with a list of contractors on PDA's behalf that would develop a scope of services, oversee energy efficiency projects and review final outcomes.

Once the agreement is approved, the PDA and DES would enter into an audit proposal which the PDA could then choose from a list of projects to establish the best possible solutions for energy savings at Fort Worden without negatively impacting the PDA budget. There is no financial obligation at this time until a distinct proposal is established for a public works proposal.

Doug Kilpatrick (DES) and Ian McFarland: DES has been established since 1986. They provide a guarantee of performance and product. Their handout "UMC Energy Services", proffered a balance of needs/DES recommendations and cost effectiveness. If the PDA enters into a contract with DES, they will oversee projects and review final outcomes. At this time it is a zero dollar contract to develop the project list based on what the PDA wants to do. The PDA would select from a list of projects and enter into a contract based on the scope of services that would give details on financial liability. Payment to DES would be 1-2% of project audit once projects have moved forward and are being executed.

- **Board Discussion:** Requests from the Board included a report on DES consultants and their projection of project timelines. Discussion with DES included: hidden costs; green branding; installation of water meters; and, contract termination fee.
- **Public Comment:**
George Randels: In the long run, the comprehensive approach to utility savings is wise as presented today. In the short run, other things could be done such as finding and patching leaks in water system.

Jeannie McMacken: Asked if there would be reimbursement for building improvements that ArtX may need to do. DES could build that element into the scope of services.

Action: *Authorize Executive Director to execute agreement with DES to develop an energy services proposal for future Board consideration*

Motion to approve: Bill Brown, 2nd motion – Ann Murphy; Approved unanimously

IX. Review and Discussion of Financial Reports

- **Staff Report** - Todd Gubler and consultant Diane Moody provided newly formatted month-to-month budget review for the Board. Todd provided summary of profit/loss financials. Currently the PDA is \$64,500 ahead of budget. April brought in \$74,000 in Revenue. Wages are running on track and the Operating Budget has moved ahead \$32,000 which brings the overall loss down to \$144,000 so far this year.

Food services will be tracked in more detail and will show performance history. Discover Pass will have a line item next month.

The PDA's first State audit will be scheduled in January and will encompass an 18 month audit. The Board expressed gratitude to Todd and Diane for the clear presentation and providing a level of detail in the financial report that is explanatory and easy to read.

X. Staff Reports

- **State Parks Commission Presentation** - Dave Robison attended State Parks Commission meeting with Brian Hageman to present a one year review. The review included: Master lease milestones; transition in staffing; maintenance responsibilities; accomplishments; maintenance and capital plans; Building 202 and HTCs; P&L; Discover Pass (final numbers available in Sept or so); 2015 financial platform, business model and new initiatives; and 2016 filming event "To Save the Man".
- **Fort Worden Foundation** – Dave Robison and Cindy Finnie discussed need to have philanthropic arm of PDA. Friends are set up for the Park and have a minimal charter but a Foundation would also allow for HTCs. Further discussions would assess what a Foundation would look like? What could they do? How closely aligned with PDA? This may be a good vehicle for future capital projects and joint projects with partners. PDA legal counsel, John Watts, has been a part of these discussions. The Board unanimously agreed to have Dave move forward with this idea.
- **Guardhouse Bid Process** – Dave Robison and Gee Hecksher have been working with architectural team. It's a difficult bid document to put together due to the complexity of the kitchen and bar equipment. The project has expanded and is likely to exceed the \$150,000 budget for the overall project. Equipment needs to be purchased as soon as possible for six week window of delivery. Bids for project could go out on Monday. Question - would Board approve going over budget? Financials need to be reviewed once contractor bids are in, but equipment costs are already considered. A suggestion to postpone Board approval on cost/% of overage until definite cost/timeline/outcomes are available.

Public Comment – David Goldman cautioned PDA about entering into business of serving alcohol and food preparation. He was assured that the PDA has done extensive research and more than meets State liquor control requirements.

Action: *Give the Executive Committee authority to authorize the Executive Director to purchase kitchen/bar equipment and go out to bid.*

Motion to approve: Jeff Jackson, 2nd motion – Scott Wilson; Approved unanimously

- Executive Committee to meet Monday, June 1 at 3:00 p.m. to further discuss Guardhouse Project

XI. Board Member Reports--none

XII. Board Motion to hold Executive Session for personnel matters in accordance with RCW 42.30.110(c).

Motion: Moved by Cindy Finnie, seconded by Norm Tonia, approved unanimously.

- Board Moved into Executive Session at 12:15.
- Board Reconvened at 12:45 pm
- No public returned for meeting

Board Action: There was a motion to raise the Executive Director's salary (Dave Robison) to \$105,000 annually, effective June 1, 2015.

Motion: moved by Jeff Jackson and seconded by Scott Wilson. Unanimously approved. The meeting was adjourned at 12:48.

XIII. Public Comment--None

XIV. Adjourn—12:48